

PADILLA JAMES J
Form 4
January 04, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PADILLA JAMES J

(Last) (First) (Middle)

**FORD MOTOR COMPANY, ONE
AMERICAN ROAD**

(Street)

DEARBORN, MI 48126

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FORD MOTOR CO [F]

3. Date of Earliest Transaction
(Month/Day/Year)

01/01/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person

☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 par value	01/01/2006		F(1)	41,101 D	\$ 7.78 372,657	D	
Common Stock, \$0.01 par value					51,679	I	By Company Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 31.95					(2)	03/11/2009	Common Stock, \$0.01 par value	(2)	
Employee Stock Option (Right to Buy)	\$ 22.73					(3)	03/09/2010	Common Stock, \$0.01 par value	(3)	
BEP Ford Stock Fund Units	(4)					(4)	(4)	Common Stock, \$0.01 par value	(4)	
DCP Ford Stock Fund Units	(5)					(5)	(5)	Common Stock, \$0.01 par value	(5)	
Employee Stock Option (Right to Buy)	\$ 30.19					(6)	03/08/2011	Common Stock, \$0.01 par value	(6)	
Employee Stock Option (Right to Buy)	\$ 12.49					(7)	03/10/2015	Common Stock, \$0.01 par value	(7)	

Employee Stock Option (Right to Buy)	\$ 13.26	<u>(8)</u>	03/11/2014	Common Stock, \$0.01 par value	<u>(8)</u>
Employee Stock Option (Right to Buy)	\$ 16.91	<u>(9)</u>	03/14/2012	Common Stock, \$0.01 par value	<u>(9)</u>
Employee Stock Option (Right to Buy)	\$ 7.55	<u>(10)</u>	03/18/2013	Common Stock, \$0.01 par value	<u>(10)</u>
Employee Stock Option (Right to Buy)	\$ 15.47	<u>(11)</u>	04/30/2014	Common Stock, \$0.01 par value	<u>(11)</u>
Ford Stock Equivalents	<u>(12)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock, \$0.01 par value	<u>(12)</u>
Ford Stock Equivalents	<u>(13)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock, \$0.01 par value	<u>(13)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PADILLA JAMES J FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126	X		President and COO	

Signatures

s/Kathryn S. Lamping,
Attorney-in-Fact

01/04/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares were withheld by the Company to cover my income tax liability relating to a grant to me of Common Stock under the Company's 1998 Long-Term Incentive Plan.

(2) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/12/1999), 66% after two years, and in full after three years.

(3) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/10/2000), 66% after two years, and in full after three years.

(4) These Ford Stock Fund Units were credited to my account by the Company, without payment by me, in transactions exempt under Rule 16b-3(c), under the Company's Benefit Equalization Plan, and included in my most recent plan statement. In general, these Ford Stock Fund Units will be converted and distributed to me, without payment, in cash, following termination of employment, based on the then current price of a Ford Stock Fund Unit and the then current market value of a share of Common Stock.

(5) These Ford Stock Fund Units were credited to my account by the Company, in transactions exempt under Rule 16b-3(c), under the Company's Deferred Compensation Plan, and included in my most recent plan statement. In general, these Ford Stock Fund Units will be converted and distributed to me, without payment, in cash, on the March 15 following termination of employment, based on the then current price of a Ford Stock Fund Unit and the then current market value of a share of Common Stock.

(6) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (3/9/2001), 66% after two years, and in full after three years.

(7) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/11/2005), 66% after two years, and in full after three years.

(8) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/12/2004), 66% after two years, and in full after three years.

(9) The option became exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/15/2002), 66% after two years, and in full after three years.

(10) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (03/19/2003), 66% after two years, and in full after three years.

(11) The option is exercisable to the extent of 33% of the shares optioned after one year from the date of grant (05/01/2004), 66% after two years, and in full after three years.

(12) These Ford Stock Equivalents were acquired under the Company's 1998 Long-Term Incentive Plan without payment by me. These Ford Stock Equivalents will be converted and distributed to me, without payment, in shares of Common Stock on May 1, 2006.

(13) These Ford Stock Equivalents were acquired under the Company's 1998 Long-Term Incentive Plan without payment by me. These Ford Stock Equivalents will be converted and distributed to me, without payment, in shares of Common Stock on March 12, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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